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12 November 1963

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General

There follows a brief analysis of the significant points raised by EK in the attached Memorandum of Record of a telephone conversation with Dr. Wheelon.

a. EK states that Public Law 774 requires that Panel be chaired by an employee of the U. S. Government and not, as we propose, Professor Drell.

NOTE: Mr. Houston informed me this morning that the Deputy Attorney General does not agree with the EK interpretation of Public Law 774. He further informs, however, that we are under obligation to maintain records of proceedings of this group.

b. EK expresses considerable concern that they may be placed in a conflict of interest position vis-a-vis other government contracts by virtue of their participation in this Panel.

c. EK does not wish to be put into position of possibly having to criticize a product or process of a competitor.

d. There is an inference running through the conversation that EK is fearful that inadvertently their representatives may disclose company secrets during their work on the Panel.

Since our conversation on Saturday morning, we have learned that in addition to , there will also be present this afternoon of the EK General Counsel's Office. Mr. Houston has been informed of this later development.

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OGC 63-3350

12 November 1963

MEMORANDUM FOR: Deputy Director (Science & Technology)

SUBJECT: Scientific Panel

1. On Friday you informed me that Eastman Kodak had expressed a fear that their participation in the Panel to study photographic resolution might involve them in a restraint-of-trade situation which would bring them under a threat of anti-trust action. I have discussed terms of reference of this Panel with the Deputy Attorney General, and he agrees that as outlined no question of restraint of trade would arise out of the meetings of this group. An important element is to establish the record that the group is organized by CIA and that we are providing the staffing for the meetings, and it is equally important that a detailed record of the meetings be kept by an Agency representative which could be used to demonstrate that the industries' representatives were not meeting on questions involving restraint of trade.

2. I would be glad to discuss with you or your staff any further questions that may arise in this connection.

LAWRENCE R. HOUSTON
General Counsel

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November 12, 1963

Notes for Conference with Dr. Wheelon, November 12, 1963:

Kodak participation on the advisory committee should meet the following conditions:

1) That the committee be organized and meetings conducted in accord with the requirements of the laws relating to restraint of trade...

2) That care be exercised to insure that participation by Kodak representatives shall not jeopardize Kodak's subsequent participation in government contract work through an organizational conflict of interest.

3) That in the legal sense, no confidential relationships be established involving the receipt of or disclosure to Kodak people of information from other members of any committee.

4) That the Kodak representatives on any committee be cautioned to consult with Kodak management concerning further participation in the event that,

a) problems are submitted involving the disclosure of substantial information about or requiring comment or action with respect to equipment produced by others engaged in fields of activity similar to ours,

b) problems are submitted to the committee which would require the disclosure of proprietary information in order to supply what in our view might be the most effective solution.

5) That our representatives do not accept receipt of or disclosure of information of a classified nature which cannot be fully disclosed to at least two members of management

6) That, since it is our intent to supply the integrated capabilities and skills from Kodak, we be allowed to alternate committee members to a reasonable degree and in accordance with our judgment.

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7) (This supplements 4a above.) That our representatives refrain from making criticisms of competitor's equipment, and/or re-engineering competitor's equipment.

8) (This supplements 4b above.) That only ~~published~~ ^{submitted} information (such as engineering reports, test results, etc., required by contract) be made available to the committee.

9) That it be agreed that two rough draft copies of the minutes of the committee's actions be submitted to each participant, one for his file and the other to be corrected if necessary and returned prior to the issuance of the final minutes.

contractors
work in contractors' plant
to be done by co. employees
& gov employees

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